

BERNSTEIN LITOWITZ BERGER
& GROSSMANN LLP
1251 Avenue of the Americas
New York, NY 10020
(212) 554-1400

SCOTT+SCOTT ATTORNEYS
AT LAW LLP
230 Park Avenue, 17th Flr.
New York, NY 10169
(212) 223-6444

HARRIS ST. LAURENT LLP
40 Wall Street
New York, NY 10005
(212) 397-3370

+Via CM/ECF+

MEMO ENDORSED

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December 20, 2019

Hon. Ronnie Abrams
United States District Judge
Southern District of New York
40 Foley Square, Room 2101
New York, NY 10007

Re: *In re Teekay Offshore Partners L.P. Common Unitholders Litigation*,
No. 1:19-cv-06483-RA (S.D.N.Y.)

Dear Judge Abrams:

We represent Plaintiffs J. Deal Partnership I, L.P., Noster Capital Master Fund, Aquamarine Master Fund LP, Steven A. Monosson, and Mark Whiting (collectively, "Co-Lead Plaintiffs") in the above-captioned action. According to the leadership and consolidation order entered in this case, "Co-Lead Plaintiffs shall file a consolidated complaint within twenty (20) days of . . . the receipt by Co-Lead Plaintiffs of the election materials described in Defendant Teekay Offshore Partners L.P.'s October 1, 2019 press release[.]" ECF No. 49 ¶4. The mailing could not take place until a final information statement and election materials were approved by the U.S. Securities and Exchange Commission. On Monday, December 16, 2019, Co-Lead Plaintiffs received these materials. The consolidated complaint, under the current schedule, is due on January 6, 2020, which is the first business day after the 20th day following receipt of the election materials.

In light of the upcoming holidays, we request that the Court grant a brief extension for the filing of the consolidated complaint, to January 27, 2020. Counsel for all Defendants have consented to our request. This is Co-Lead Plaintiffs' first request for an extension in the consolidated case. Previously, the Court had granted Co-Lead Plaintiffs, in their separate cases, an adjournment to an initial case management conference to allow them to complete their discussions regarding consolidating their cases.

Thank you for your consideration of this application.

Respectfully Submitted,

/s/ David Wales

David Wales

Bernstein Litowitz Berger & Grossmann LLP

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/s/ Joseph Gallagher
Joseph Gallagher
Harris St. Laurent LLP

/s/ Thomas L. Laughlin
Thomas L. Laughlin, IV
Scott+Scott Attorneys at Law LLP

Cc: All Counsel of Record (via ECF)

Application granted.

SO ORDERED.

A handwritten signature in black ink, appearing to be 'RA', written over a horizontal line.

Ronnie Abrams, U.S.D.J.
December 23, 2019